

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CHARLES B. JOHNSON, :
as Trustee of the Johnson Family Trust, and :
TEMPLETON GLOBAL INCOME FUND :

Plaintiffs, : Civil Action No. 22-cv-4915
v. :

: **ORDER TO SHOW CAUSE FOR**
SABA CAPITAL MANAGEMENT, L.P., : **A TEMPORARY RESTRAINING**
SABA CAPITAL MANAGEMENT GP, LLC, : **ORDER AND PRELIMINARY**
SABA CAPITAL MASTER FUND, LTD., : **INJUNCTION AND EXPEDITED**
BOAZ R. WEINSTEIN, KAREN : **DISCOVERY PROCEEDINGS**
CALDWELL, KETU DESAI, MARK :
HAMMITT, and ANATOLY NAKUM, :

Defendants, :
and :
:
FIRST COAST RESULTS, INC., :
:
Nominal Defendant. :
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Upon the Verified Complaint, including all verifications thereto, the declaration of Scott D. Musoff, dated June 12, 2022, the declaration of Christopher Larsen, dated June 12, 2022, the accompanying memorandum of law, and upon all the papers and pleadings previously filed in this action, it is hereby:

ORDERED, that the above named defendants Saba Capital Management, L.P., Saba Capital Management GP, LLC, Saba Capital Master Fund, Ltd., Boaz R. Weinstein, Karen Caldwell, Ketu Desai, Mark Hammitt, Anatoly Nakum, and First Coast Results, Inc. show cause before a motion term of this Court, at Room ____, United States Courthouse, 500 Pearl Street, in the City, County and State of New York, on June ____, 2022, at ____ .m., or as soon thereafter as counsel may be heard, why an order should not be issued pursuant to Rule 65 of the Federal Rules of Civil Procedure directing that:

1. All actions related to the Templeton Global Income Fund shareholder vote that was held on June 6, 2022 shall be enjoined pending further order of this Court, including but not limited to:
 - a. The putative result of the June 6, 2022 vote shall not be certified, or if certified before this Order is issued, the certification shall be set aside;
 - b. The putatively elected trustees Karen Caldwell, Ketu Desai, Mark Hammitt and Anatoly Nakum shall not be seated or allowed to take office as trustees of the Templeton Global Income Fund;
 - c. The putatively elected trustees Karen Caldwell, Ketu Desai, Mark Hammitt and Anatoly Nakum are hereby temporarily restrained from taking any further actions to take office as trustees of Templeton Global Income Fund, either directly or indirectly;
2. Defendants Saba Capital Management, L.P., Saba Capital Management GP, LLC, Saba Capital Master Fund, Ltd., Boaz R. Weinstein, Karen Caldwell, Ketu Desai, Mark Hammitt, and Anatoly Nakum shall distribute corrective disclosures to the Templeton Global Income Fund's shareholders that address the misstatements and omissions in their April 14, 2022 proxy disclosure; and
3. A new 2022 annual shareholder meeting shall be scheduled following the dissemination of corrective disclosures for the purposes of electing trustees to the Templeton Global Income Fund Board of Trustees, with Defendants Saba Capital Management, L.P., Saba Capital Management GP, LLC, Saba Capital Master Fund, Ltd. and Boaz R. Weinstein ordered to pay for the costs of this new solicitation and election;

IT IS FURTHER ORDERED that, sufficient reason having been shown therefore, pending the hearing of Plaintiffs' application for a preliminary injunction, pursuant to Rule 65 of the Federal Rules of Civil Procedure that a temporary restraining order be issued directing that:

1. All actions related to the Templeton Global Income Fund shareholder vote that was held on June 6, 2022 shall be temporarily restrained and enjoined pending further order of this Court, including but not limited to:
 - a. The putative result of the June 6, 2022 vote shall not be certified, or if certified before this Order is issued, the certification shall be set aside;

- b. The putatively elected trustees Karen Caldwell, Ketu Desai, Mark Hammitt and Anatoly Nakum shall not be seated or allowed to take office as trustees of the Templeton Global Income Fund;
 - c. The putatively elected trustees Karen Caldwell, Ketu Desai, Mark Hammitt and Anatoly Nakum are hereby temporarily restrained from taking any further actions to take office as trustees of Templeton Global Income Fund, either directly or indirectly;
- 2. Defendants Saba Capital Management, L.P., Saba Capital Management GP, LLC, Saba Capital Master Fund, Ltd., Boaz R. Weinstein, Karen Caldwell, Ketu Desai, Mark Hammitt, and Anatoly Nakum shall distribute corrective disclosures to the Templeton Global Income Fund's shareholders that address the misstatements and omissions in their April 14, 2022 proxy disclosure; and
 - 3. A new 2022 annual shareholder meeting shall be scheduled following the dissemination of corrective disclosures for the purposes of electing trustees to the Templeton Global Income Fund Board of Trustees, with Defendants Saba Capital Management, L.P., Saba Capital Management GP, LLC, Saba Capital Master Fund, Ltd. and Boaz R. Weinstein ordered to pay for the costs of this new solicitation and election;

IT IS FURTHER ORDERED that Plaintiffs shall not be required to post any security;

IT IS FURTHER ORDERED that Defendants shall serve opposition papers to Plaintiffs' motion for a preliminary injunction on Plaintiffs' counsel by email so that they are received by _____, 2022 at _____.m;

IT IS FURTHER ORDERED that Plaintiffs shall serve any reply papers in further support of Plaintiffs' motion for a preliminary injunction on Defendants' counsel by email so that they are received by _____, 2022 at _____.m;

IT IS FURTHER ORDERED that the parties submit schedules for expedited discovery proceedings no later than two business days after entry of this order;

IT IS FURTHER ORDERED that personal service, service by mail, or service by electronic mail of the Complaint, this Order, and all the papers and pleadings previously filed in

this action upon counsel for Defendants Saba Capital Management, L.P., Saba Capital Management GP, LLC, Saba Capital Master Fund, Ltd., Boaz R. Weinstein, Karen Caldwell, Ketu Desai, Mark Hammitt, and Anatoly Nakum, on or before _____, _____, at _____ of that day, shall be deemed good and sufficient thereof; and

IT IS FURTHER ORDERED that personal service, service by mail, or service by electronic mail of the Complaint, this Order, and all the papers and pleadings previously filed in this action upon counsel for nominal Defendant First Coast Results, Inc., on or before _____, _____, at _____ of that day, shall be deemed good and sufficient thereof.

DATED: New York, New York

ISSUED: _____

United States District Judge